

Convergen Energy LLC  
134 E. 40th Street  
New York, NY 10016

As of January 31, 2020

NianticVista Energy, LLC  
222 Ridgedale Avenue., Suite 302  
Cedar Knolls, NJ 07927  
Attn: Greg Merle

**WAIVER NOTICE – CONDITIONS PRECEDENT**

Dear Greg:

This notice (this “Waiver Notice”) is hereby being provided by NianticVista Energy LLC (“Buyer”) to Convergen Energy LLC (the “Seller”) in connection with that certain Acquisition Agreement, dated as of January 29, 2020 (the “Acquisition Agreement”), entered into between Buyer, Seller and Convergen Energy WI, LLC (“CEWI”), pursuant to which Seller has agreed to sell to Buyer and Buyer has agreed to purchase from Seller all (100%) of the membership interest in CEWI on the date when each of the conditions precedent set forth in Article VI of the Acquisition Agreement have either been satisfied or waived by Buyer in writing (the “Closing Date”).

Capitalized terms not otherwise defined herein shall have the meaning ascribed to such terms in the Acquisition Agreement.

Buyer and Seller hereby acknowledge and agree that the Closing Date under the Acquisition Agreement has taken place on January 31, 2020, on which date Buyer wired partial payment, in the amount of \$1,000,000, of the Acquisition Consideration. In connection with Buyer’s obligations under the Acquisition Agreement, Buyer agrees to take the following measures on or before February 3, 2020: (i) wire any remaining portion of the Acquisition Consideration, and (ii) provide all documentation to BMO Harris Bank, required by such entity to provide the requisite consent to Seller to consummate the Acquisition Agreement, as contemplated by Section 6.4 of the Acquisition Agreement.

By providing this Waiver Notice, the Buyer hereby acknowledges that the conditions precedent set forth in Sections 6.1, 6.2, 6.3, 6.5, and 6.6 have been satisfied (or waived by Buyer, as applicable), and that upon Buyer satisfying its covenants to Seller set forth in the sentence above, the conditions precedent in Section 6.4 of the Acquisition Agreement shall be satisfied.

The foregoing waiver is irrevocable and effective as of the date of this Waiver Notice. Except as specifically set forth herein, nothing in this Waiver Notice shall be deemed (i) to constitute a waiver by the Seller of compliance with respect to any other term, provision or condition of the Acquisition Agreement, or (ii) to amend, supplement or modify the Acquisition Agreement or otherwise affect the rights and obligations of any party thereto.

Please do not hesitate to contact me if you have any questions on this matter.

*[Signature next page]*

Sincerely yours,

BUYER

NianticVista Energy LLC, a Delaware  
limited liability company

By   
Name: Greg Merle  
Position:

SELLER

Convergen Energy, LLC, a Delaware  
limited liability company

By   
Name: Bert Diaz  
Position: Manager